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01 MAR 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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*****78.75 *****78.75

March 23, 2001

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

RE: SPIFF'S AUTO MASSAGE, INC.

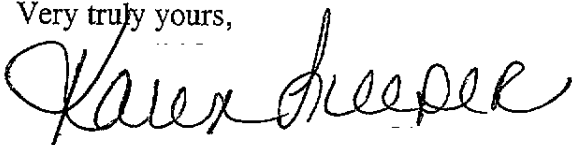
Dear Reader:

Enclosed please find Articles of Incorporation and Acceptance of Registered Agent regarding the above-referenced corporation. Upon receipt of same, kindly file in your normal manner and return a certified copy to this office. Our check in the amount of \$78.75 is enclosed to cover your fee for same.

If you should have any questions or comments, please do not hesitate to contact this office.

Thank you for your attention and consideration.

Very truly yours,



Karen Leeper
Secretary to David E. Leigh

/enclosures

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MAR 29 2001

ARTICLES OF INCORPORATION

OF

SPIFF'S AUTO MASSAGE, INC.

The undersigned, acting as the sole incorporators corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is Spiff's Auto Massage, Inc. The address of the corporation is 1125 Turtle Creek Blvd., #533, Naples, Florida 34110.

ARTICLE II

DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

SHARES

The corporation shall have the authority to issue Ont Thousand (1000) shares of common stock, all of one class, with a par value of One Dollars (\$1.00) per share.

ARTICLE V

PREEMPTIVE RIGHTS

There shall be no pre-emptive rights for any shareholder.

ARTICLE VI

INCORPORATORS

The name and address of the sole incorporators are Jonathan Gillespie and Vincent DePirro, 1125 Turtle Creek Blvd., #533, Naples, Florida 34110.

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ARTICLE VII

BY-LAWS

The first By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the shareholders in the manner provided in the By-Laws.

ARTICLE VIII

BOARD OF DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The corporation shall have two directors initially, and the names and addresses of such initial directors are as follows:

Jonathan Gillespie
1125 Turtle Creek Blvd., #533
Naples, FL 33110

Vincent DePirro
1125 Turtle Creek Blvd., \$533
Naples, FL 34110

ARTICLE IX

CONTRACTS WITH DIRECTORS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, any not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction.

ARTICLE X

SHAREHOLDERS' PROPERTY

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

INDEMNIFICATION

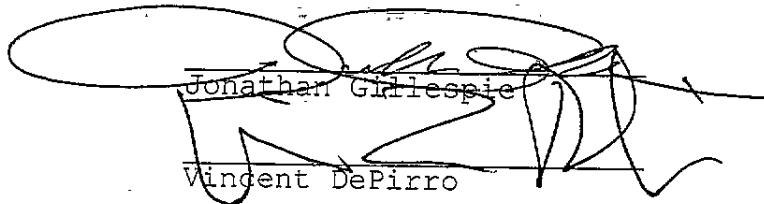
The corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter....

ARTICLE XII

REGISTERED AGENT AND OFFICE

The registered agent of the corporation is Jonathan Gillespie, and the address of the registered office is 1125 Turtle Creek Blvd., #533, Naples, Florida 34110.

IN WITNESS WHEREOF, the sole incorporator has affixed his signature on this 22nd day of March, 2001.


Jonathan Gillespie
Vincent DePirro

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Jonathan Gillespie and Vincent DePirro to me known to be the persons described in and who has produced FL.D.C. as identification OR who is personally known to me, and who executed the foregoing instrument and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of March, 2001.

NOTARY PUBLIC:

Sign: Melanie S. Short

ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation Act in all respects.

Dated this 22nd day of March, 2001.


Jonathan Gillespie

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA